

St. Louis-San Francisco Railway Company

906 Olive Street — St. Louis, Missouri 63101 — (314) 241-7800

Donald E. Engle
Vice President and General Counsel

RECORDATION NO. 8617-A Filed & Recorded

December 20, 1977

DEC 23 1977 12 23 PM

88159-C(96)

INTERSTATE COMMERCE COMMISSION

Amendment dated as of September 1, 1977, between St. Louis-San Francisco Railway Company and The Boatmen's National Bank of St. Louis to Construction and Conditional Sale Agreement (No. 96) dated as of November 15, 1976

Mr. H. G. Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D.C., 20423

DEC 22 1977

ADMINISTRATIVE SERVICES
F. MAIL BRANCH

Dear Sir:

Pursuant to Section 20c of the Interstate Commerce Act and to the Commission's rules and regulations thereunder, as amended, I enclose herewith for filing and recordation the above-noted Amendment to Construction and Conditional Sale Agreement (No. 96) dated as of November 15, 1976.

Set out below are the names and addresses of the parties to the transaction:

Builder & Vendor: St. Louis-San Francisco
Railway Company
3253 East Trafficway
Springfield, Missouri, 65802

Assignee of Vendor: The Boatmen's National
Bank of St. Louis
P. O. Box 236
St. Louis, Missouri, 63166

Construction and Conditional Sale Agreement (No. 96) was filed and recorded with the Interstate Commerce Commission on December 16, 1976, at 2:25 P.M., and assigned Recordation No. 8617.

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DEC 23 1977

Date

Fee \$ 10

ICC Washington, D. C.

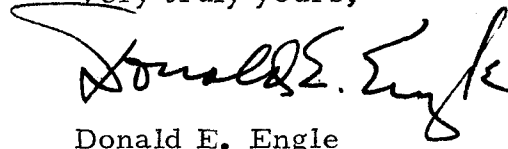
Mr. H. G. Homme, Jr.
December 20, 1977
Page Two

The purpose of the enclosed Amendment is to provide for 29 semi-annual installment payments on the indebtedness commencing March 1, 1978, in lieu of 30 semi-annual payments commencing September 1, 1977, as stated in paragraph 4 of the Construction and Conditional Sale Agreement filed on December 16, 1976.

Also enclosed is this Company's check for \$10.00 to cover the recording fee as required by 49 CFR 1116.3.

Please stamp all five counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain two copies for your files. It is requested that the remaining three stamped counterparts be returned to me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Donald E. Engle". The signature is fluid and cursive, with a large, sweeping initial "D".

Donald E. Engle

Enclosures

RECORDATION NO. 8617-A Filed & Recorded

DEC 28 1977 12 44 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT (hereinafter called this

Amendment), dated as of September 1, 1977, between St. Louis-San Francisco Railway Company (hereinafter called the Railroad), and The Boatmen's National Bank of St. Louis, acting as agent under a Finance Agreement dated as of November 15, 1976 for certain institutional investors (said Bank, so acting, being hereinafter called the Agent), to the Construction and Conditional Sale Agreement (No. 96) (hereinafter called the Conditional Sale Agreement), dated as of November 15, 1976, between the Railroad and the Agent.

WHEREAS the parties hereto have heretofore entered into the Conditional Sale Agreement;

WHEREAS the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 16, 1976, at 2:25 P.M., and assigned recordation number 8617; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement as hereafter set forth;

NOW, THEREFORE, in consideration of the execution of the Conditional Sale Agreement and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:


1. The Conditional Sale Agreement is hereby amended (a) by deleting from the third paragraph of Article 4 thereof the number "30" in both places where such number appears in said paragraph, and substituting therefor the number "29"; and (b) by deleting from the fourth paragraph of Article 4 thereof the date "September 1, 1977" in both places where such date appears in said paragraph, and substituting therefor the date "March 1, 1978".

2. The Railroad will cause this Amendment to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute one and the same contract which shall be sufficiently evidenced by any such original counterpart. Although this Agreement is dated, for convenience, as of the date first set forth above, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

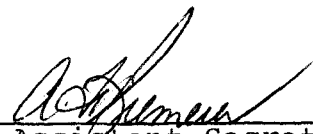
IN WITNESS WHEREOF, the parties hereto, each pursuant to due authority, have caused this Amendment to be executed in their respective names by their officers thereunto duly authorized and their respective seals to be hereunto affixed and duly attested, all as of the date first above written.

ST. LOUIS-SAN FRANCISCO RAILWAY
COMPANY,

by 
Vice President

[Corporate Seal]

Attest:


Assistant Secretary

THE BOATMEN'S NATIONAL BANK OF
ST. LOUIS,

by




MARVIN A. MUELLER

VICE-PRESIDENT

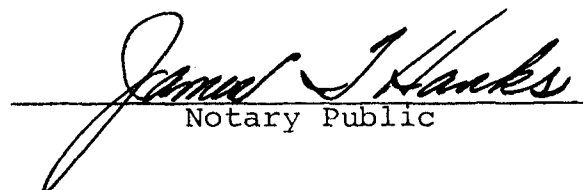
[Seal]

Attest:


Assistant Trust Officer
G. ROLLAND HYLE

STATE OF MISSOURI,)
) ss.:
CITY OF ST. LOUIS,)

On this 28th day of November, 1977, before me personally appeared DONALD E. ENGLE, to me personally known, who, being by me duly sworn, says that he is a Vice President of ST. LOUIS-SAN FRANCISCO RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission expires

June 30, 1980.

STATE OF MISSOURI,)
) ss.:
CITY OF ST. LOUIS,)

On this 30th day of November 1977, before me personally appeared MARVIN A. MUELLER, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE BOATMEN'S NATIONAL BANK OF ST. LOUIS, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Notary Public
CONNIE SPENCER

[NOTARIAL SEAL]

My Commission expires
My Commission Expires Sept. 21, 1981